

number of conditions in the current marketplace for wireless services make it unlikely that successful coordination would occur.¹³⁵

- Product heterogeneity. Competition among wireless carriers takes a variety of different forms. Carriers compete not only on the basis of rate plan pricing, but also on plan features, handset offerings and pricing, exclusive content offerings, and service quality, among other things.¹³⁶ Carriers compete with a wide variety of plans, offerings, subsidies, and rebates including handset subsidies, free minutes, peak and off-peak periods, roaming charges, free long distance, and free mobile-to-mobile calls, group and family calling plans, and many others.¹³⁷ The Commission has previously found that the degree of product homogeneity is a factor which can facilitate or hinder coordination, with coordination being more difficult where products are diverse.¹³⁸
- Excess capacity and ease of expansion. Competitors that possess excess capacity could readily increase their output of wireless services in order to take advantage

¹³⁵ See Willig/Orszag Decl. ¶¶ 42-47.

¹³⁶ *Eleventh CMRS Competition Report* ¶¶ 3, 29, 90-100 (stating that “competitive pressure continues to drive carriers to introduce innovative pricing plans and service offerings, and to match the pricing and service innovations introduced by rival carriers,” discussing handset offerings, “mobile to anyone,” family plans, prepaid service plans, and content offerings such as text messaging, web browsing, and other cell phone content, and stating that “the deployment of next-generation networks based on competing technological standards continues to be an important dimension of non-price rivalry.”).

¹³⁷ See *id.* ¶ 90 (national pricing plans, free long distance, and family plans), ¶ 91 (“mobile to anyone” plans), ¶ 92 (reduction in early termination fees), ¶¶ 93-94 (pre-paid service plans), ¶¶ 95-100 (mobile data pricing and content offerings); *Ninth CMRS Competition Report* ¶ 113 (handset pricing).

¹³⁸ *Cingular/AT&T Wireless Order* ¶ 156; see also *Denali/Alaska DigiTel Order* ¶ 68 n.206; *Midwest Wireless Order* ¶ 46 n.173; *Sprint/Nextel Order* ¶ 75.

of the increased demand that would result if carriers attempted to elevate prices through tacit or explicit coordination.¹³⁹

- Cheating would be easy to accomplish and difficult to detect. This would make it difficult for rivals to punish.¹⁴⁰ For example, facilities-based competitors could cheat on a coordinated pricing or market division-type agreement among carriers by selling cheaply to a reseller, or by signing roaming agreements. Each of those approaches would have the effect of increasing the carrier's output – the minutes of use that customers enjoy on their networks – without changing the prices or terms of service on their own plans. Increases in output exert downward pressure on prices.¹⁴¹
- Uncertainty of future demand. In the wireless industry, in which there is rapid technological change and rollout of new services, including mobile broadband, mobile video, Wi-Fi, WiMax, and others, there is likely to be uncertainty about future levels of demand for any given service.¹⁴² Coordination may be more difficult in a market with relatively frequent demand or cost fluctuations among firms.¹⁴³

¹³⁹ See Willig/Orszag Decl. ¶ 45; see also *Cingular/AT&T Wireless Order* ¶ 135 (“[I]t will generally be feasible for firms to add customers quickly because excess capacity is often available and because non-trivial increases in the capacity to serve customers can be realized rapidly.”).

¹⁴⁰ Willig/Orszag Decl. ¶ 46.

¹⁴¹ Dep't. of Justice & Fed. Trade Comm'n, Commentary on the Horizontal Merger Guidelines (Mar. 2006), available at <http://www.usdoj.gov/atr/public/guidelines/215247.pdf> (“[T]he Agencies consider whether proposed mergers would, once consummated, likely provide the incentive to restrict capacity or output significantly and thereby drive up prices.”).

¹⁴² Willig/Orszag Decl. ¶ 47.

¹⁴³ Dep't. of Justice & Fed. Trade Comm'n, Horizontal Merger Guidelines, § 2.12 (1992, amended 1997), available at <http://www.ftc.gov/bc/docs/horizmer.htm>.

In light of all these conditions in the marketplace, there is no reason for concern that the acquisition of Dobson by AT&T would result in coordinated effects, whether tacit or explicit. As the Willig/Orszag Declaration explains, deviation from the terms agreed upon by a hypothetical cartel would be too easy and too hard to punish, and the profits of such “cheating” would simply be too great for coordination to be sustained.¹⁴⁴

B. Wholesale Roaming Services

The merger will not have an adverse effect on the market for wholesale roaming services. The merged company will continue to have strong incentives to make roaming services available to potential roaming partners at competitive rates. As the Commission found in connection with the Cingular/AT&T Wireless merger:

- Nationwide carriers have strong incentives to enter into reciprocal roaming agreements with other carriers to fill in coverage gaps (which every carrier has) and meet consumer demand for nationwide single-rate calling plans.¹⁴⁵
- Competition and the need to generate revenues prevent nationwide carriers from refusing to enter into roaming agreements with other carriers or increasing rates above competitive levels.¹⁴⁶
- The presence of two nationwide and several regional carriers using GSM technology is sufficient to ensure continued availability of roaming services at competitive rates.¹⁴⁷

The Commission’s findings have been borne out, and there is no reason to believe that the small addition to AT&T’s customer base as a result of this proposed merger – amounting to less than one percent of subscribers nationwide – will result in a different outcome. After this transaction, there will still be two nationwide GSM carriers and several regional carriers offering

¹⁴⁴ Willig/Orszag Decl. ¶ 45.

¹⁴⁵ See *Cingular/AT&T Wireless Order* ¶ 176.

¹⁴⁶ See *id.*

¹⁴⁷ See *id.* ¶¶ 173, 177.

roaming services. AT&T's roaming agreements are negotiated on a large-scale basis and generally contain reciprocal rate terms.¹⁴⁸ Competition among wireless carriers continues at an intense pace, and roaming services using GSM technology are readily available.¹⁴⁹ Further, AT&T currently has 52 domestic roaming agreements. While the merger will internalize hundreds of millions of dollars that AT&T and Dobson currently pay each other for roaming, thus lowering the marginal cost of providing service, it will not eliminate AT&T's need for roaming.¹⁵⁰ Indeed, AT&T will continue to send substantially more roaming traffic to other carriers than AT&T receives. Hence, AT&T will continue to be a net payor of roaming fees.¹⁵¹ Because AT&T relies on roaming arrangements to provide nationwide service to its subscribers, AT&T has an ongoing incentive to preserve reasonable roaming agreements with carriers of all sizes.¹⁵²

VII. RELATED GOVERNMENTAL FILINGS

The Department of Justice will conduct its own review of the competitive aspects of this transaction pursuant to the Hart-Scott-Rodino Antitrust Improvement Act of 1976¹⁵³ and the rules promulgated thereunder. The Applicants will submit a pre-merger notification form and an associated documentary appendix to the Department and the Federal Trade Commission, and they fully expect that this review will confirm that the merger of AT&T and Dobson is in the public interest and not anticompetitive. In addition, the Applicants will petition the Public

¹⁴⁸ Moore Decl. ¶ 34.

¹⁴⁹ *Id.*

¹⁵⁰ *Id.* ¶ 35.

¹⁵¹ *Id.*

¹⁵² Further, AT&T is by far the largest purchaser of wholesale roaming services from Dobson. As noted earlier, in 2006 AT&T accounted for 84 percent of Dobson's roaming traffic.

¹⁵³ 15 U.S.C. § 18a (2000).

Service Commission of West Virginia alternatively for consent and approval in advance to the merger pursuant to West Virginia Code § 24-2-12 or for an order exempting the transaction from review under that provision.¹⁵⁴

VIII. MISCELLANEOUS REGULATORY ISSUES

In addition to seeking the Commission's approval of the transfers of control of the authorizations and spectrum leases covered in these applications, the Applicants also request approval for the additional authorizations described below.

A. After-Acquired Authorizations

While the list of call signs and file numbers referenced in each application is intended to be complete and to include all of the licenses, authorizations and *de facto* transfer spectrum leases held by the respective licensees or lessees that are subject to the transaction, Dobson licensees or lessees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted or may enter into new spectrum leases before the Commission takes action on these transfer applications. Accordingly, the Applicants request that any Commission approval of the applications filed for this transaction include authority for AT&T to acquire control of: (1) any authorization issued to the respective licensees/transferors during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferors that mature into licenses after closing; (3) any applications that are pending at the time of consummation; and (4) any *de facto* transfer leases of spectrum into which Dobson

¹⁵⁴ AT&T believes that Section 332(c)(3) of the Communications Act, 47 U.S.C. § 332(c)(3) (2000), preempts review by the West Virginia PSC and has reserved its rights to assert that position notwithstanding its petition to that body.

subsidiaries enter as lessees during the pendency of the transaction and the period required for consummation of the transaction. Such action would be consistent with prior decisions of the Commission.¹⁵⁵ Moreover, because AT&T is acquiring Dobson and all of its FCC authorizations and *de facto* transfer leases of spectrum, AT&T requests that Commission approval include any authorizations or leases that may have been inadvertently omitted or any spectrum manager leases that may be inadvertently omitted when AT&T and Dobson file the appropriate notifications.¹⁵⁶

B. Trafficking

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective,¹⁵⁷ and Section 1.2111(a) does not require disclosure of the Agreement and Plan of Merger (the “Merger Agreement”) even though certain of Dobson’s licenses (the AWS licenses acquired in Auction 66) were acquired at auction within the last three

¹⁵⁵ See, e.g., *SBC/AT&T Merger Order* ¶ 212; *Cingular/AT&T Wireless Order* ¶ 275; *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from S. New Eng. Telecomms. Corp., Transferor, to SBC Commc’ns, Inc., Transferee*, Memorandum Opinion and Order, 13 FCC Rcd. 21292, 21317 ¶ 49 (1998); *In re Applications of Pac. Telesis Group and SBC Commc’ns Inc.*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2665 ¶ 93 (1997); *In re Applications of NYNEX Corp., Transferor, and Bell Atl. Corp., Transferee*, Memorandum Opinion and Order, 12 FCC Rcd. 19985, 20097-98 ¶¶ 246-56 (1997); *In re Applications of Craig O. McCaw, Transferor and Am. Tel. & Tel. Co., Transferee*, Memorandum Opinion and Order, 9 FCC Rcd. 5836, 5909 ¶ 137 n.300 (1994), *aff’d sub nom. SBC Commc’ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd. 11786 (1995).

¹⁵⁶ See *supra* n.1.

¹⁵⁷ See 47 C.F.R. § 1.948(i) (2007) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are “incidental to a sale of other facilities or merger of interests”).

years.¹⁵⁸ Nevertheless, the Applicants are filing the Merger Agreement in the form in which it was filed with the Securities and Exchange Commission.

C. Blanket Exemption to Cut-Off Rules

The public notice announcing this transaction will provide adequate notice to the public with respect to the licenses involved, including any for which license modifications are now pending. Therefore, no waiver needs to be sought from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules to provide a blanket exemption from any applicable cut-off rules in cases where the Applicants file amendments to pending applications to reflect the consummation of the proposed transfers of control.¹⁵⁹

D. Designated Entity Issues

The unjust enrichment provisions of Section 1.2111 of the Commission's rules are not implicated by the instant transaction. None of the licenses over which control is being acquired is subject to FCC installment payment financing. None of the C or F Block PCS licenses over which control is being acquired was acquired with bidding credits within the last five years. And, all closed C and F Block PCS licenses over which control is being acquired have been constructed pursuant to the requirements of Section 24.203 of the FCC's rules, and the requisite construction notices have been filed.

¹⁵⁸ See *id.* § 1.2111(a).

¹⁵⁹ See *In re Applications of Ameritech Corp. and GTE Consumer Servs. Inc.*, Memorandum Opinion and Order, 15 FCC Rcd. 6667, 6668 ¶ 2 n.6 (WTB 1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Commc'ns Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 10604, 10605 ¶ 2 n.3 (WTB 1999).

IX. CONCLUSION

For the foregoing reasons, the Commission should conclude that the merger of AT&T and Dobson serves the public interest, convenience and necessity and should expeditiously grant the applications to transfer control of Dobson's FCC authorizations and *de facto* transfer spectrum leases to AT&T.

Appendix A

Cellular and PCS Overlaps

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
053	Syracuse, NY	Madison Onondaga Oswego	55	15*	55
064	Grand Rapids, MI	Kent	30	0	30
		Ottawa	30	35*	65
066	Youngstown, OH	Trumbull Mahoning	50	35	85
078	Lansing, MI	Clinton Eaton Ingham	40	0	40
		Ionia	40	20*	60
094	Saginaw, MI	Bay Saginaw	30	10	40
		Midland	30	20	50
130	Erie, PA	Erie	50	45	95
144	Orange County, NY	Orange	30	25	55
151	Poughkeepsie, NY	Dutchess	40*	35*	75
181	Muskegon, MI	Muskegon Oceana	20	35	55
187	Anchorage, AK	Anchorage	10	67*	77
232	Eau Claire, WI	Chippewa Eau Claire	10	35	45
238	Sharon, PA	Mercer	50	45	95
257	Hagerstown, MD	Washington	40	25	65
263	Wausau, WI	Marathon	10	25	35
269	Cumberland, MD-WV	Allegany Mineral	30	25	55
294	San Angelo, TX	Tom Green	15	10	25
302	Enid, OK	Garfield	30	35	65
305	Alton-Granite City, IL	Jersey	40	25	65
315	Alaska 1 - Wade Hampton	Fairbanks North Star Southeast Fairbanks Yukon-Koyukuk	7.6*	59.4*	67
		Wade Hampton North Slope Northwest Arctic	10	42*	52
		Nome	10	67*	77

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
316	Alaska 2 - Bethel	Aleutians East Aleutians West Bethel	10	42*	52
		Bristol Bay Dillingham Lake and Peninsula	35	42*	77
		Kenai Peninsula Kodiak Island Matanuska-Susitna	10	67*	77
		Valdez-Cordova	35	67*	77*
317	Alaska 3 - Haines	Haines Juneau Ketchikan Gateway Prince of Wales Sitka Skagway-Hoonah-Angoon Wrangell-Petersburg Yakutat	7.6*	59.4*	67
318	Arizona 1 - Mohave	Mohave	40*	25	65
432	Kansas 5 - Brown	Atchison Leavenworth	55	35	90
		Doniphan	45	35	80
		Jackson	10*	35	35
		Brown	20	35	55
442	Kansas 15 - Elk	Chautauqua Montgomery Wilson	30	20	50
		Cherokee Elk	30	0	30
		Crawford Labette Neosho	20	0	20
446	Kentucky 4 - Spencer	Anderson Mercer Hardin Larue Nelson Spencer	30	25	55
		Green Marion Taylor Washington	30	35	65

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
447	Kentucky 5 - Barren	Adair	30	35	65
		Clinton			
		Cumberland			
		Metcalf			
		Monroe			
448	Kentucky 6 - Madison	Barren	30	25	55
		Hart	45	25	70
		Wayne	45	35	80
		McCreary			
		Russell			
450	Kentucky 8 - Mason	Boyle	55	25	80
		Garrard			
		Madison			
		Casey			
		Laurel			
		Lincoln			
		Pulaski			
467	Maryland 1 - Garrett	Rockcastle	30	25	55
		Bath	55	35	90
		Fleming			
		Menifee			
		Montgomery			
469	Maryland 3 - Frederick	Nicholas			
		Rowan			
		Bracken			
		Mason	35	35	70
		Robertson	55	10	65
472	Michigan 1 - Gogebic	Lewis	65*	25	90
		Frederick	40	25	65
		Baraga	10	25	35
		Houghton			
		Keweenaw			
		Dickinson			
		Iron			
472	Michigan 1 - Gogebic	Marquette			
		Menominee			
		Gogebic			
472	Michigan 1 - Gogebic	Ontonagon	0	35	35

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
473	Michigan 2 - Alger	Mackinac Chippewa Luce	30	65	95
		Delta Schoolcraft	10	35	45
		Alger	10	25	35
474	Michigan 3 - Emmet	Charlevoix Emmet	30	60	90
		Grand Traverse Kalkaska Antrim	30	50	80
475	Michigan 4 - Cheboygan	Alpena Montmorency Presque Isle Alcona	40	65	105
		Cheboygan Otsego	30	60	90
		Crawford Oscoda	40	45	85
476	Michigan 5 - Manistee	Lake	40	60	100
		Mason	20	60	80
		Benzie Missaukee Osceola Leelanau Manistee Wexford	30	50	80
477	Michigan 6 - Roscommon	Clare	35	35*	70
		Arenac Iosco Ogemaw Gladwin Roscommon	40	20	60
478	Michigan 7 - Newaygo	Newaygo Mecosta Montcalm	40	35	75
		Isabella Gratiot	35	35*	70
481	Michigan 10 - Tuscola	Huron Tuscola Sanilac	40	35	75

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
486	Minnesota 5 - Wilkin	Becker Swift	0	35	35
		Otter Tail Grant Todd	10	35*	45
		Wilkin	0	25	25
		Big Stone Traverse Douglas	10	25	35
		Pope Stevens Wadena	10	35	45
487	Minnesota 6 - Hubbard	Aitkin Cass Crow Wing	0	25	25
		Carlton	0	45	45
		Hubbard	0	35	35
		Isanti	45	10	55
		Kanabec Pine	20	35	55
		Mille Lacs	45*	35*	55*
		Morrison	10	25	35
504	Missouri 1 - Atchison	Atchison Gentry Holt Nodaway Worth	20	35	55
505	Missouri 2 - Harrison	Grundy	30	35	65
		Harrison Mercer	20	35	55
		Putnam Sullivan	30	0	30
507	Missouri 4 - De Kalb	Caldwell Livingston Carroll Clinton	30	35	65
		Daviess DeKalb	20	35	55
508	Missouri 5 - Linn	Chariton Randolph	20	0	20
		Linn	30	35	65
		Macon	30	0	30
		Shelby	40	0	40

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
561	New York 3 - Chautauqua	Allegany	35*	30*	65
		Cattaraugus			
		Chautauqua	45*	30*	75
		Genesee			
562	New York 4 - Yates	Steuben	30	35	65
		Wyoming			
		Cayuga	55	15*	55
		Cortland			
		Chenango			
563	New York 5 - Otsego	Schuyler	55	0	55
		Seneca			
		Yates			
		Tompkins	60	0	60
564	New York 6 - Columbia	Delaware	30	35	65
		Otsego			
		Sullivan			
		Schoharie	40	35	75
591	Ohio 7 - Tuscarawas	Ulster	40*	35*	75
		Columbia	40	35	75
		Greene			
		Tuscarawas	60	25	85
		Monroe	20	35	55
		Harrison			
594	Ohio 10 - Perry	Muskingum	40	25	65
		Guernsey	15	25	40
		Noble	15	35	50
		Athens			
		Meigs	40	0	40
		Morgan			
595	Ohio 11 - Columbiana	Vinton			
		Hocking	80*	25*	80*
		Perry	65*	25*	65*
597	Oklahoma 2 - Harper	Columbiana	50	45	95
		Alfalfa			
		Major	30	35	65
		Woods			
		Ellis			
		Harper	20	35	55
		Woodward			

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
598	Oklahoma 3 - Grant	Grant	20	0	20
		Kay	25	10	35
		Lincoln	35	0	35
		Logan			
		Noble	25	0	25
		Payne	55	0	55
		Pawnee			
599	Oklahoma 4 - Nowata	Ottawa	20	10	30
		Washington	45	20	65
		Nowata	30	20	50
		Adair			
		Cherokee	30	10	40
		Craig			
		Delaware			
600	Oklahoma 5 - Roger Mills	Blaine	45	0	45
		Kingfisher			
		Custer	45	35	80
		Roger Mills			
601	Oklahoma 6 - Seminole	Dewey	45	35*	80
		Hughes	20	35	55
		Okfuskee			
		Seminole			
		McIntosh	40	25	65
		Muskogee			
602	Oklahoma 7 - Beckham	Okmulgee			
		Pittsburg	20	25	45
		Harmon	20	0	20
		Greer			
		Washita	20	35*	55
		Kiowa	20	35	55
612	Pennsylvania 1 - Crawford	Caddo			
		Grady			
		Beckham			
		Crawford	50	35	85
613	Pennsylvania 2 - McKean	Forest	35	35	70
		Venango			
		Warren	45*	30*	75
		Cameron	35*	40*	75
615	Pennsylvania 4 - Bradford	Elk	35*	30*	65
		McKean			
		Bradford	20	35	55
		Wyoming			
		Sullivan	20	25	45

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
617	Pennsylvania 6 - Lawrence	Armstrong	30	25	55
		Butler			
		Clarion	35	35	70
618	Pennsylvania 7 - Jefferson	Lawrence	35	25	60
		Clearfield	35	45	80
		Jefferson			
620	Pennsylvania 9 - Greene	Indiana	25	35*	60
		Fayette	30	25	55
		Greene	30	35	65
621	Pennsylvania 10 - Bedford	Bedford	35	25	60
		Franklin			
		Fulton	65	0	65
653	Texas 2 - Hansford	Armstrong Carson Collingsworth Donley Gray Hansford Hemphill Hutchinson Lipscomb Ochiltree Roberts Wheeler	30	25	55
660	Texas 9 - Runnels	Bosque	45*	35	80
		Hill			
		Brown			
		Comanche	10	35	45
		Mills			
		Coleman	25	25	50
		Eastland	50	25	75
		Erath	55*	35	90
		Hamilton	30	35	65
		Somervell	55	35	90
		Runnels	35	25	60

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
661	Texas 10 - Navarro	Anderson	30	35	65
		Henderson	55*	35	90
		Falls	20	35	55
		Limestone			
		Navarro	45	25	70
		Freestone			
		Van Zandt	55*	25	80
		Leon	55	25	80
		Robertson	30	25	55
		Milam			
666	Texas 15 - Concho	Llano	5*	45	50
		Blanco			
		Burnet			
		Kendall	5*	35	40
		Gillespie			
		Kerr			
		San Saba	0	45	45
		Lampasas	20	35	55
		McCulloch	15	45	60
667	Texas 16 - Burleson	Mason			
		Concho			
		Menard			
		Kimble			
		Austin	65	25	90
		Colorado			
		Fayette			
		Matagorda			
		Washington			
		Wharton	55	25	80
		Burleson			
		Bastrop	45	25	70
		Caldwell			
		Lee			
681	Virginia 1- Lee	Jackson	55	35	90
		Lavaca	35	25	60
		Gonzales			
		Buchanan	20	10	30
		Lee	40	0	40
		Russell	40	15	55
		Wise			
		Norton City			
		Dickenson			

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
682	Virginia 2 - Tazewell	Bland Tazewell	30	25	55
		Galax City Grayson Wythe Smyth	40	0	40
683	Virginia 3 - Giles	Carroll Floyd Montgomery Pulaski Radford City	40	0	40
		Giles	40	10	50
		Patrick	45	0	45
685	Virginia 5 - Bath	Alleghany Clifton Forge City Covington City	40	10	50
		Bath Rockbridge Buena Vista City Lexington City	40	0	40
702	West Virginia 2 - Wetzel	Doddridge Lewis Gilmer	10*	45*	55
		Pleasants Ritchie	30	35	65
		Tyler Wetzel	20	35	55
703	West Virginia 3 - Monongalia	Barbour Harrison Taylor	10*	55*	65
		Marion Monongalia Preston	20	45	65
705	West Virginia 5 - Tucker	Braxton Clay Nicholas Webster Pocahontas Randolph Tucker Upshur	10	10	20

* See attached notes.

CMA	Name	County	AT&T (MHz)	Dobson (MHz)	Combined (MHz)
706	West Virginia 6 - Lincoln	Wyoming	20	45	65
		Boone	45	0	45
		Lincoln			
		Logan	65	20*	85
		Mingo	55	10	65
		McDowell	20	35	55
707	West Virginia 7 - Raleigh	Fayette	20	35	55
		Greenbrier	30	35	65
		Monroe			
		Raleigh			
		Summers			
		Mercer	30	25	55
708	Wisconsin 1 - Burnett	Polk	20	35	55
		Burnett			
		Washburn			
		Barron			
709	Wisconsin 2 - Bayfield	Ashland	0	45	45
		Bayfield			
		Price			
		Sawyer			
		Iron	0	35	35
		Rusk	20	35	55
710	Wisconsin 3 - Vilas	Florence	10	25	35
		Taylor			
		Oneida			
		Forest			
		Langlade			
		Lincoln			
		Vilas			
711	Wisconsin 4 - Marinette	Marinette	10	25	35
		Menominee	20	25	45
		Oconto			
		Shawano			
712	Wisconsin 5 - Pierce	Buffalo	20	0	20
		Dunn	10	35	45
		Pepin			
		Pierce	20	35	55
713	Wisconsin 6 - Trempealeau	Jackson	20	0	20
		Monroe			
		Trempealeau	10	25	35
		Clark			

* See attached notes.

Notes:

1. This chart states how much cellular and PCS spectrum AT&T and Dobson hold in CMAs in which both carriers have such holdings. All controlling interests and all ownership interests of more than 10 percent are attributed. Leased spectrum is treated as noted.
2. In CMA053, the 15 MHz attributed to Dobson includes 3.7 MHz that Dobson is leasing to T-Mobile on a short-term basis.
3. In CMA064, in Ottawa County, Dobson holds 35 MHz in Spring Lake and Grand Haven Townships only, and no spectrum elsewhere.
4. In CMA078, in Ionia County, Dobson holds 20 MHz in Otisco Township only, and no spectrum elsewhere.
5. In CMA151, Dobson leases 10 MHz of spectrum from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
6. In CMAs 187, 315, 316, and 317, Dobson leases 12 MHz from GCI. This spectrum is counted in Dobson's spectrum total.
7. In CMA315, in Fairbanks North Star Borough, Southeast Fairbanks Census Area, and Yukon-Koyukuk Census Area, and in CMA 317, Dobson leases 2.4 MHz from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
8. In CMA316, in the Valdez-Cordova Census Area, AT&T has a noncontrolling attributable interest in Cordova Wireless, which holds a cellular license in part of the census area, and Dobson holds the license in the same band in the rest of the census area. That 25 MHz is included in the spectrum totals for both AT&T and Dobson but is included only once in the combined spectrum total.
9. In CMA318, AT&T leases 5 MHz to T-Mobile, and T-Mobile leases 5 MHz to AT&T. The spectrum leased by AT&T is counted in AT&T's spectrum total while the spectrum leased from AT&T is not counted in AT&T's spectrum total.
10. In CMA432, in Jackson County, AT&T leases 10 MHz to T-Mobile. This spectrum is not counted in AT&T's spectrum total.
11. In CMA450, in Lewis County, AT&T leases 10 MHz from T-Mobile. This spectrum is counted in AT&T's spectrum total.
12. In CMA477, in Clare County, and in CMA478, in Isabella and Gratiot Counties, Dobson leases 5 MHz from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
13. In CMA486, in Otter Tail, Grant, and Todd Counties, Dobson leases 10 MHz from T-Mobile. This spectrum is counted in Dobson's spectrum total.

14. In CMA487, in Mille Lacs County, AT&T holds a cellular license in part of the county, and Dobson holds a cellular license in the same band elsewhere in the county. That 25 MHz is included in the spectrum totals for both AT&T and Dobson but is included only once in the combined spectrum total.
15. In CMA561, in Allegany, Chautauqua, and Cattaraugus Counties, Dobson leases 5 MHz of spectrum from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
16. In CMA562, in Cayuga and Cortland Counties, the 15 MHz attributed to Dobson includes 3.7 MHz that Dobson is leasing to T-Mobile on a short-term basis.
17. In CMA563, in Ulster County, Dobson leases 10 MHz of spectrum from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
18. In CMA594, in Perry and Hocking Counties, AT&T holds a cellular license in part of the county, and Dobson holds a cellular license in the same band elsewhere in the county. That 25 MHz is included in the spectrum totals for both AT&T and Dobson but is included only once in the combined spectrum total.
19. In CMA600, in Dewey County, Dobson holds a cellular license for only part of the county. That 25 MHz license is included in Dobson's spectrum total.
20. In CMA602, in Washita County, Dobson leases 10 MHz from T-Mobile. This spectrum is counted in Dobson's spectrum total.
21. In CMA612, in Warren County, Dobson leases 5 MHz of spectrum from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
22. In CMA613, Dobson leases 5 MHz from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
23. In CMA618, in Indiana County, Dobson leases 10 MHz from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
24. In CMA660, in Bosque and Hill Counties, AT&T holds a cellular license for only part of the county. That 25 MHz license is included in AT&T's spectrum total. In Erath County, AT&T holds a cellular license for only part of the county. That 25 MHz license is also included in AT&T's spectrum total.
25. In CMA661, in Van Zandt County, AT&T holds a cellular license for only part of the county. That 25 MHz license is included in AT&T's spectrum total. In Henderson County, AT&T holds 30 MHz in most of the county and 55 MHz in the rest of the county.
26. In CMA666, in Llano, Blanco, Burnett, Kendall, Gillespie, and Kerr Counties, AT&T leases 5 MHz of spectrum from T-Mobile. This spectrum is included in AT&T's spectrum total.

27. In CMA702, in Doddridge, Gilmer, and Lewis Counties, Dobson leases 10 MHz of spectrum from AT&T. This spectrum is counted in Dobson's total, but not AT&T's.
28. In CMA703, in Barbour, Harrison, and Taylor Counties, Dobson leases 10 MHz of spectrum from AT&T. This spectrum is counted in Dobson's spectrum total, but not AT&T's.
29. In CMA706, in Logan County, Dobson leases 10 MHz from T-Mobile. This spectrum is counted in Dobson's spectrum total.

Appendix B

CMAAs Where AT&T and Dobson Compete

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
66	Youngstown, OH	7	Alltel AT&T Dobson Revol Sprint T-Mobile Verizon	Alltel Atlantic* AT&T Dobson Leap (Cricket)* Revol SpectrumCo* Sprint T-Mobile Verizon
94	Saginaw, MI	6	Alltel AT&T Dobson Sprint T-Mobile Verizon	Alltel AT&T Centennial Dobson Leap (Cricket) Metro PCS* SpectrumCo* Sprint T-Mobile Verizon
130	Erie, PA	6	AT&T Blue Wireless Dobson Sprint T-Mobile Verizon	AT&T Blue Wireless Dobson Leap (Cricket)* SpectrumCo* Sprint T-Mobile Verizon
151	Poughkeepsie, NY	5	AT&T Dobson Sprint T-Mobile Verizon	AT&T Dobson Metro PCS* SpectrumCo* Sprint T-Mobile Verizon

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
181	Muskegon, MI	6	Alltel AT&T Centennial Dobson Sprint Verizon	Alltel AT&T Centennial Dobson Leap (Cricket) Metro PCS* SpectrumCo* Sprint T-Mobile* Verizon
238	Sharon, PA	5	AT&T Dobson Sprint T-Mobile Verizon	Atlantic Wireless* AT&T Dobson Leap (Cricket)* SpectrumCo* Sprint T-Mobile Verizon
257	Hagerstown, MD	5	AT&T Dobson Sprint T-Mobile US Cellular	AT&T Dobson NTELOS SpectrumCo* Sprint T-Mobile US Cellular Verizon
294	San Angelo, TX	6	Alltel AT&T Dobson Sprint T-Mobile West Central Wireless	Alenco* Alltel AT&T Central Texas* Dobson Global Leap (Cricket)* Sprint T-Mobile Verizon West Central
302	Enid, OK	6	AT&T Dobson Pioneer Sprint T-Mobile US Cellular	AT&T Dobson Leap (Cricket)* Pioneer SpectrumCo* Sprint T-Mobile US Cellular Verizon

CMA	Name	Competitors		Spectrum Holders
		Number	Names	
318	Arizona 1 - Mohave	5	AT&T Dobson Mohave Wireless Sprint T-Mobile	Alltel AT&T Dobson Leap (Cricket)* Metro PCS* Mohave Wireless SpectrumCo* Sprint T-Mobile Verizon Von Donop
432	Kansas 5 - Brown	7	Alltel AT&T Cricket Dobson T-Mobile Sprint Verizon	Alltel AT&T Dobson Leap (Cricket) Lynch* Poplar PCS SpectrumCo* St. Joseph PCS Sprint T-Mobile US Cellular Verizon
442	Kansas 15 - Elk	8	Alltel AT&T Dobson Pioneer Sprint T-Mobile US Cellular Verizon	Alltel AT&T Cable One* Cook Inlet Dobson Leap (Cricket) Nextwave* NTCH Pioneer Poplar PCS SpectrumCo* Sprint T-Mobile US Cellular Verizon
446	Kentucky 4 - Spencer	6	AT&T Bluegrass- Cellular Dobson Sprint T-Mobile Verizon	Alaska Native AT&T Bluegrass Cellular Dobson Leap (Cricket)* SpectrumCo* Sprint T-Mobile US Cellular* Verizon